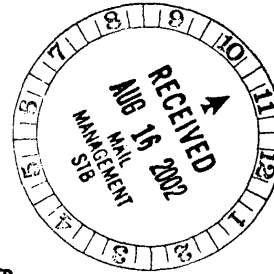




LEXIS Document Services

A member of the Reed Elsevier plc group



August 15, 2002

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 24072 FILED

AUG 16 '02 4-45 PM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 11, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE TEXAS MEXICAN RAILWAY COMPANY, INC.**
1200 Washington Street, Laredo, TX 78040

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE TEXAS MEXICAN RAILWAY COMPANY, INC.**, covering 210 hopper cars with reporting marks and numbers — CEFX 15120 – CEFX 944538, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator



LEXIS[®] Document Services

A member of the Reed Elsevier plc group

Enclosure

RECORDATION NO. 24072 FILED

AUG 16 '02 4-45 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of February, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE TEXAS MEXICAN RAILWAY COMPANY, INC., a Texas corporation, with an address at 1200 Washington Street, Laredo, TX 78040 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 11, 2002 covering certain equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE TEXAS MEXICAN RAILWAY
COMPANY, INC.

By: MARIO MONTOR
Name: MARIO MONTOR
Title: CEO

By: Mario A. Montor
Name: Mario A. Montor
Title: CEO

SCHEDULE A

Quantity
210

Equipment Description
4,750 c.f. covered hopper car with
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	15120
2	CEFX	15179
3	CEFX	151904
4	CEFX	15275
5	CEFX	15276
6	CEFX	15281
7	CEFX	15297
8	CEFX	15354
9	CEFX	15380
10	CEFX	15403
11	CEFX	15654
12	CEFX	15656
13	CEFX	15713
14	CEFX	17135
15	CEFX	17172
16	CEFX	17217
17	CEFX	17676
18	CEFX	17680
19	CEFX	17685
20	CEFX	17697
21	CEFX	17701
22	CEFX	17703
23	CEFX	17710
24	CEFX	17720
25	CEFX	17726
26	CEFX	17727
27	CEFX	17729
28	CEFX	17731
29	CEFX	17732
30	CEFX	17735
31	CEFX	17744
32	CEFX	17748
33	CEFX	17759
34	CEFX	18883
35	CEFX	18896
36	CEFX	18906
37	CEFX	18908
38	CEFX	18913
39	CEFX	18914
40	CEFX	18915

41	CEFX	151457
42	CEFX	151458
43	CEFX	151459
44	CEFX	151460
45	CEFX	151461
46	CEFX	151462
47	CEFX	151464
48	CEFX	151466
49	CEFX	151467
50	CEFX	151468
51	CEFX	151469
52	CEFX	151470
53	CEFX	151471
54	CEFX	151472
55	CEFX	151473
56	CEFX	151474
57	CEFX	151475
58	CEFX	151477
59	CEFX	151479
60	CEFX	151482
61	CEFX	151483
62	CEFX	151484
63	CEFX	151485
64	CEFX	151486
65	CEFX	151487
66	CEFX	151492
67	CEFX	151500
68	CEFX	151502
69	CEFX	151503
70	CEFX	151505
71	CEFX	151510
72	CEFX	151513
73	CEFX	151514
74	CEFX	151515
75	CEFX	151516
76	CEFX	151518
77	CEFX	151519
78	CEFX	151520
79	CEFX	151524
80	CEFX	151529

81	CEFX	151530
82	CEFX	151532
83	CEFX	151533
84	CEFX	151534
85	CEFX	151535
86	CEFX	151536
87	CEFX	151539
88	CEFX	151546
89	CEFX	151550
90	CEFX	151551
91	CEFX	151553
92	CEFX	151555
93	CEFX	151556
94	CEFX	151563
95	CEFX	151565
96	CEFX	151569
97	CEFX	151571
98	CEFX	151572
99	CEFX	151574
100	CEFX	151575
101	CEFX	151576
102	CEFX	151580
103	CEFX	151584
104	CEFX	151585
105	CEFX	151586
106	CEFX	151590
107	CEFX	151592
108	CEFX	151597
109	CEFX	151599
110	CEFX	151600
111	CEFX	151601
112	CEFX	151602
113	CEFX	151603
114	CEFX	151605
115	CEFX	151606
116	CEFX	151614
117	CEFX	151615
118	CEFX	151618
119	CEFX	151620
120	CEFX	151622
121	CEFX	151627
122	CEFX	151631
123	CEFX	151632

124	CEFX	151641
125	CEFX	151648
126	CEFX	151933
127	CEFX	151953
128	CEFX	151989
129	CEFX	152008
130	CEFX	152155
131	CEFX	152156
132	CEFX	152157
133	CEFX	152158
134	CEFX	152160
135	CEFX	152162
136	CEFX	152166
137	CEFX	152172
138	CEFX	152173
139	CEFX	152176
140	CEFX	152180
141	CEFX	152182
142	CEFX	152215
143	CEFX	152219
144	CEFX	152225
145	CEFX	152239
146	CEFX	152248
147	CEFX	152302
148	CEFX	152307
149	CEFX	152308
150	CEFX	152310
151	CEFX	152312
152	CEFX	152331
153	CEFX	152335
154	CEFX	152337
155	CEFX	152338
156	CEFX	152341
157	CEFX	152356
158	CEFX	152366
159	CEFX	152373
160	CEFX	152376
161	CEFX	152377
162	CEFX	152392
163	CEFX	152393
164	CEFX	152483
165	CEFX	152486
166	CEFX	152489

167	CEFX	152492
168	CEFX	152499
169	CEFX	152517
170	CEFX	152533
171	CEFX	152540
172	CEFX	152544
173	CEFX	152546
174	CEFX	152699
175	CEFX	152700
176	CEFX	944007
177	GRPX	944020
178	GRPX	944064
179	GRPX	944097
180	GRPX	944098
181	GRPX	944119
182	GRPX	944150
183	GRPX	944155
184	GRPX	944177
185	GRPX	944178
186	GRPX	944179
187	GRPX	944195
188	GRPX	944214
189	GRPX	944229
190	GRPX	944237
191	GRPX	944243
192	GRPX	944251
193	GRPX	944253
194	GRPX	944262
195	GRPX	944270
196	GRPX	944281
197	GRPX	944291
198	GRPX	944313
199	GRPX	944333
200	GRPX	944344
201	GRPX	944349
202	GRPX	944354
203	GRPX	944360
204	GRPX	944384
205	GRPX	944414
206	GRPX	944431
207	GRPX	944443
208	GRPX	944519
209	GRPX	944533
210	GRPX	944538